

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100

HOUSTON, TEXAS 77010-3095

TELEPHONE: 713/651-5151
FACSIMILE: 713/651-5246

WRITERS INTERNET ADDRESS:
dangel@fulbright.com

WRITERS DIRECT DIAL NUMBER:
713/651-5558

HOUSTON
WASHINGTON, D.C.
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HONG KONG

RECORDATION NO. 19626-J FILED

August 30, 2001

SEP 06 '01 12:20 PM

SURFACE TRANSPORTATION BOARD

Re: Secondary Document to Primary Document No. 19626 for Recordation at the Surface
Transportation Board

Surface Transportation Board
1925 K Street N.W., Suite 700
Washington, D.C. 20423

Via Hand Delivery

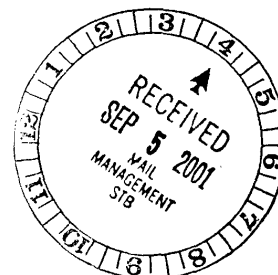
Dear Sirs:

Pursuant to the provisions of 49 U.S.C. § 11301 and 49 C.F.R. Part 1177, enclosed please find duplicate originals of the secondary document described below for recordation at the Surface Transportation Board:

Secondary Document - Lease Supplement No. 5 dated August 1, 2001.
The names and addresses of the parties to this document are:

Lessee: Solvay Polymers, Inc.
3333 Richmond Avenue
Houston, Texas 77098

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890-0001



A short summary of the document to appear in the index follows:

This document removes rail car ELTX 4735 from Lease Supplement No. 3 dated September 27, 1995, due to its destruction in a casualty event.

The enclosed document should be filed as a secondary document to Primary Document No. 19626. Also enclosed is a check in the amount of \$26.00 in payment of the filing fee. Please file-stamp and return the additional copy of the document presented for recordation. Should you have any questions or require further information, please call me at (713) 651-5558.

Very truly yours,

Darice Angel
Darice Angel
Senior Legal Assistant

Enclosures

cc: Jay Olmstead (w/o enclosures) (Firm)

RECORDATION NO. 19626-J FILED

SEP 06 '01 12-20 PM

SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. 5

(Solvay Polymers Equipment Trust 1995)

Dated as of August 1, 2001

Between

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as otherwise expressly
provided for in the Lease, but solely as trustee under the Trust Agreement
dated as of September 1, 1995, between the Owner Participant and
Wilmington Trust Company in its individual capacity

Lessor,

and

SOLVAY POLYMERS, INC.,

Lessee

ELTX 4735

FILED WITH THE UNITED STATES SURFACE TRANSPORTATION BOARD PURSUANT
TO 49.U.S.C. § 11301 ON _____, 2001, AT _____M. RECORDATION
NUMBER _____ AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL
OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT
ON _____, 2001, AT _____M.

LEASE SUPPLEMENT NO. 5
(Solvay Polymers Equipment Trust 1995)

This LEASE SUPPLEMENT NO. 5 (this "Lease Supplement"), dated as of August 1, 2001, is entered into between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee under the Trust Agreement that creates the trust identified under the title hereof (the "Owner Trustee"), and Solvay Polymers, Inc., a Delaware corporation.

A. The Lessor and the Lessee have heretofore entered into the Lease to which this Lease Supplement is a supplement.

B. The Lease provides for the execution and delivery of a Lease Supplement for the purposes set forth in Section 28(c) thereof.

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein and in the Lease, the parties hereto agree as follows:

1. Capitalized terms used but not otherwise defined herein (including those used in the foregoing recitals) shall have the meanings specified in Schedule X to the Participation Agreement dated as of September 1, 1995, among General Electric Capital Corporation, Wilmington Trust Company, in its individual capacity and as trustee under the Trust Agreement that creates the trust identified under the title hereof, Solvay Polymers, Inc., and others, as such Schedule X existed on the Closing Date and as such Schedule X shall have been amended to and including the date hereof, which Schedule X shall for all purposes constitute a part of this Lease Supplement.

2. On June 29, 2001, an Event of Loss occurred to the equipment described in Schedule I to this Lease Supplement (the "Lost Equipment"). Lessor acknowledges that, pursuant to Section 28(a)(i) of the Lease, Lessee has paid the amount of \$68,616.76 as the Stipulated Loss Value of the Lost Equipment and fulfilled its SLV Obligations.

3. Lessor and Lessee agree that:

- (i) all right, title and interest of Lessor in and to the Lost Equipment is hereby assigned, sold and transferred to Lessee (subject, in all respects, to the provisions of the Bill of Sale of even date herewith with respect to the Lost Equipment);
- (ii) the Lost Equipment is released and discharged from the provisions of the Lease;
- (iii) Lessee has no further obligation to pay any Rent with respect to the Lost Equipment; and

- (iv) Schedule II hereto set forth revised Basic Rent Factors and Basic Rent amounts (in United States dollars) for the remaining Equipment covered under Lease Supplement Number 3, dated September 27, 1996.

4. This Lease Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

5. This Lease Supplement constitutes a supplement to, and a part of, the Lease, and the Lease, as hereby supplemented, remains in full force and effect.

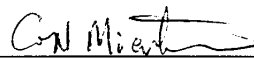
6. This Lease Supplement shall in all respects be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of law.

IN WITNESS WHEREOF, the parties hereto have each caused this Lease Supplement to be executed and delivered as of the date first above written.

WILMINGTON TRUST COMPANY,
not in its individual capacity, except as otherwise expressly provided for in the Lease, but solely as trustee under the Trust Agreement dated as of September 1, 1995, between the Owner Participant and Wilmington Trust Company in its individual capacity

By 
Name: Charisse L. Rodgers
Title: Assistant Vice President

SOLVAY POLYMERS, INC.

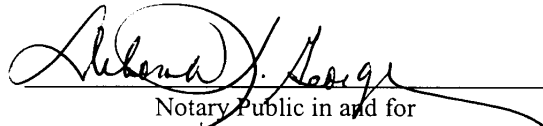
By 
Gary N. Miertschin
Vice President - Commercial Operations

Attachments

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF DELAWARE §
COUNTY OF NEWCASTLE §

On this 28 day of August, 2001, before me personally appeared **CHARISSE L. RODGERS**, to me known, who, being by me duly sworn, did depose and say that he/she resides at No. 2605 N. Pine St. Wilm. DE.; that he/she is a **ASSISTANT VICE PRESIDENT** of WILMINGTON TRUST COMPANY, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by authority of the Board of Directors of said corporation.



Notary Public in and for
the State of Delaware

My Commission Expires:
DEBORAH L. GEORGE
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires November 21, 2001

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF DELAWARE §
COUNTY OF NEWCASTLE §

On this 28 day of August, 2001, before me personally appeared **CHARISSE L. RODGERS**, to me personally known, being by me duly sworn, says that he/she is **ASSISTANT VICE PRESIDENT** of WILMINGTON TRUST COMPANY (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on August 28, 2001, and he/she acknowledged that the execution of the said instrument was the act and deed of the Corporation.

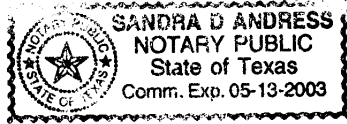

Notary Public in and for
the State of Delaware

My Commission Expires:
DEBORAH L. GEORGE
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires November 21, 2001

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 27, 2001, by Gary N. Miertschin, the Vice President - Commercial Operations of SOLVAY POLYMERS, INC., a Delaware corporation.

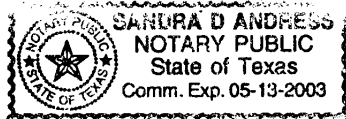


Sandra D Andress
Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 27th day of August, 2001, before me personally appeared Gary N. Miertschin, to me personally known, being by me duly sworn, says that he is the Vice President - Commercial Operations of SOLVAY POLYMERS, INC. (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on August 27, 2001, and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.



Sandra D Andress
Notary Public in and for
the State of Texas

SCHEDULE I

to

LEASE SUPPLEMENT NO. 3

(Solvay Polymers Equipment Trust 1995)

Description of the Lost Equipment:

One Center Flow® covered hopper rail car of 5,800 cubic foot capacity, initialed ELTX and numbered 4735, together with all parts, appurtenances and other equipment or property attached to said unit of railroad equipment.

SCHEDULE II TO LEASE SUPPLEMENT NO. 5
(Solvay Polymers Equipment Trust 1995 - Phase III Equipment)

\$28,671,858.64: Original Equipment Cost (433 Remaining Cars)

434: Original Car Cost

433: Revised Car Count

Rental Date	Pmt. No.	Total Rent %	Advance Factor %	Arrears Factor %	Advance Rent \$	Arrears Rent \$	Total Rent \$
01/01/2002	11	4.42080081	4.42080081		1,267,525.76	0.00	1,267,525.76
07/01/2002	12	2.46125205		2.46125205	0.00	705,686.71	705,686.71
01/01/2003	13	4.49625865	4.49625865		1,289,160.92	0.00	1,289,160.92
07/01/2003	14	2.37975004		2.37975004	0.00	682,318.57	682,318.57
01/01/2004	15	4.57776066	4.57776066		1,312,529.07	0.00	1,312,529.07
07/01/2004	16	2.29171972		2.29171972	0.00	657,078.64	657,078.64
01/01/2005	17	4.66579099	4.66579099		1,337,769.00	0.00	1,337,769.00
07/01/2005	18	2.21489456		2.21489456	0.00	635,051.44	635,051.44
01/01/2006	19	4.74261615	4.74261615		1,359,796.20	0.00	1,359,796.20
07/01/2006	20	2.15341566		2.15341566	0.00	617,424.29	617,424.29
01/01/2007	21	6.35020853	6.35020853		1,820,722.81	0.00	1,820,722.81
07/01/2007	22	2.02736767		2.02736767	0.00	581,283.99	581,283.99
01/01/2008	23	6.47625652	6.47625652		1,856,863.11	0.00	1,856,863.11
07/01/2008	24	1.91962554		1.91962554	0.00	550,392.32	550,392.32
01/01/2009	25	6.58399865	6.58399865		1,887,754.79	0.00	1,887,754.79
07/01/2009	26	1.73281740		1.73281740	0.00	496,830.96	496,830.96
01/01/2010	27	6.77080679	6.77080679		1,941,316.15	0.00	1,941,316.15
07/01/2010	28	1.53104593		1.53104593	0.00	438,979.32	438,979.32
01/01/2011	29	6.97257827	6.97257827		1,999,167.79	0.00	1,999,167.79
07/01/2011	30	1.31311256		1.31311256	0.00	376,493.78	376,493.78
01/01/2012	31	7.19051164	7.19051164		2,061,653.33	0.00	2,061,653.33
07/01/2012	32	1.07772272		1.07772272	0.00	309,003.13	309,003.13
01/01/2013	33	7.42590147	7.42590147		2,129,143.97	0.00	2,129,143.97
07/01/2013	34	0.95439543		0.95439543	0.00	273,642.91	273,642.91
01/01/2014	35	7.54922876	7.54922876		2,164,504.20	0.00	2,164,504.20
07/01/2014	36	4.47562778	3.91484092	0.56078686	1,122,457.65	160,788.02	1,283,245.67
01/01/2015	37	4.02799642	4.02799642		1,154,901.44	0.00	1,154,901.44
07/01/2015	38	1.00570053		1.00570053	0.00	288,353.03	288,353.03
01/01/2016	39	7.49792366	7.49792366		2,149,794.07	0.00	2,149,794.07
07/01/2016	40	0.69232713		0.69232713	0.00	198,503.06	198,503.06
01/01/2017	41	7.81129707	7.81129707		2,239,644.05	0.00	2,239,644.05
07/01/2017	42	8.41721231		8.41721231	0.00	2,413,371.21	2,413,371.21
01/01/2018	43	0.08641188	0.08641188		24,775.89	0.00	24,775.89
07/01/2018	44	2.24401194		2.24401194	0.00	643,399.93	643,399.93